holding that on the death of a lessee having an option to purchase the fee, his executor succeeds to the option may likewise be reconciled with this doctrine. For the contingency on which the springing use can vest is limited to the life of the purchaser, since the legal promise is to convey only at the option of the purchaser himself, and the possibility of specific performance of the contract is, strictly speaking, terminated at his death. But the law creates a new legal obligation between the vendor and the purchaser's executor, and since it is of the kind equity will specifically enforce a new equitable interest arises in the executor.[12]

JURISDICTION OVER FOREIGN CORPORATIONS THAT HAVE CEASED TO DO BUSINESS IN THE STATE. — A foreign corporation, not being a resident,[1] and being incapable of actual personal service within the state,[2] can be served only constructively by consent.[3] Such consent is almost universally obtained to-day by legislation.[4] The statute may actually require as a condition precedent to the doing of business within the state an express consent accompanied by the designation of an agent to receive process in behalf of the corporation.[5] Or consent may be obtained from the fact that the corporation, with full knowledge of a statute providing that any corporation which does business in the state consents to receive service, engaged in business which without such consent would be illegal.[6]

A question which frequently arises under such statutes is whether a foreign corporation which has done business in the state but has withdrawn is amenable to process served upon its agent in the state. The answer must depend chiefly on the proper interpretation of the statute involved. If the legislature has been sufficiently careful to declare that the authority of the designated agent cannot be withdrawn under certain conditions, a revocation under the conditions stated is invalid.[7] If, on the other hand, the statute expressly confines the authority of the agent to the time during which the corporation is doing business in the state, it is equally clear that the cessation of business by the corporation deprives the courts of jurisdiction.[8] A more difficult problem is pre-

[12] If the interest vests during the life of the purchaser, however, equity, as in the case of a mortgage, will protect the heir from forfeiting the equitable fee on the death of the ancestor without obtaining the land, and will make the executor a constructive trustee of the contract, with a duty to pay the purchase price.

[1] People *v.* Barker, 141 N. Y. 118, 35 N. E. 1073; Boston Investment Co. *v.* Boston, 158 Mass. 461, 33 N. E. 580.

[2] Middlebrooks *v.* Springfield Fire Ins. Co., 14 Conn. 301; McQueen *v.* Middletown Mfg. Co. 16 Johns. (N. Y.) 5. In some jurisdictions a foreign corporation doing business is considered "found" within the state for purposes of service of process without the aid of any principle of consent. Hayden *v.* Androscoggin Mills, 1 Fed. 93; Williams *v.* East Tennessee, V., & G. Ry. Co., 90 Ga. 519, 16 S. E. 303.

[3] But *cf.* Newbry *v.* Von Coppen, 7 Q. B. 293; Libbey *v.* Hodgdon, 9 N. H. 394.

[4] For the statutory regulations in the individual states, see BEALE, FOREIGN CORPORATIONS, Chap. VII.

[5] Firemen's Ins. Co. *v.* Thompson, 155 Ill. 204, 40 N. E. 488; Reyer *v.* Odd Fellows' Accident Association, 157 Mass. 367, 32 N. E. 469.

[6] St. Clair *v.* Cox, 106 U. S. 350; Walker *v.* Continental Ins. Co., 12 Utah 331.

[7] Home Benefit Society *v.* Muehl, 22 Ky. L. Rep. 378, 59 S. W. 520; McCord Lumber Co. *v.* Doyle, 97 Fed. 22.

[8] Guthrie *v.* Connecticut Indemnity Association, 101 Tenn. 643, 49 S. W. 829; Swan

sented when the matter is not expressly provided for in the statute. Such statutes may conveniently be divided into two classes: those which require the designation of some state official as agent to receive service, and those which permit the corporation to designate any individual it chooses. Where a statute of the former class is involved, the weight of authority is to the effect that cessation of business by the corporation does not revoke the agency.[9] The theory underlying these decisions seems to be that the obvious purpose of the act was to provide a means for obtaining service of process on foreign companies which were no longer doing business in the state through agents on whom process might be served. For as long as a corporation has such agents in the state, there is no necessity for a right to serve process on an official.[10] Even assuming the correctness of this line of decisions the reason on which they are based would not apply to cases involving statutes which do not require the designation of an official as agent. Accordingly, it has been generally believed that under such a statute an opposite conclusion would be reached.[11] A recent Indiana case, however, holds that in view of the principle which requires the purpose of the act to have a controlling influence in its construction, the proper interpretation of the statute demands that the attempted revocation be held inoperative. *Brown-Ketcham Iron Works* v. *Guy B. Swift Co.*, 100 N. E. 584 (Ind., App. Ct.). It is elementary that in statutes the intent is the essence of the law.[12] But it is equally well settled that the legislature must be understood to mean what it has plainly expressed.[13] This rule should forbid not only the reading into the act of provisions inconsistent with its express terms, but also any implication for which a valid basis cannot be found in the words of the statute itself.[14] Moreover, a decision opposed to the above case is rendered the more necessary by the well-established principle that, since jurisdiction over a foreign corporation depends entirely on statutes, a strict interpretation of the statute is required.[15]

v. Mutual Reserve Fund Life Association, 100 Fed. 922. So jurisdiction fails if the corporation has ceased to have an agent in the state who comes within the class of persons provided in the statute. St. Clair *v.* Cox, 106 U. S. 350.

[9] Home Benefit Society of New York *v.* Muehl, 22 Ky. L. Rep. 1378, 59 S. W. 520. Mutual Reserve Fund Life Association *v.* Phelps, 190 U. S. 147, 23 Sup. Ct. 707.

[10] See Mutual Reserve Fund Life Association *v.* Phelps, 190 U. S. 147, 157. This reason, however, has not been regarded of sufficient weight by some courts to justify them in reading such a provision into the act. Swann *v.* Mutual Reserve Fund Life Association, 100 Fed. 922; Freedman *v.* Empire Life Ins. Co., 101 Fed. 535.

[11] Forrest *v.* Pittsburgh Bridge Co., 116 Fed. 357. See BEALE, FOREIGN CORPORATIONS, § 281.

[12] Phillips *v.* Pope's Heirs, 10 B. Mon. 172 (Ky.); Winston *v.* Kimball, 25 Me. 493.

[13] United States *v.* Hartwell, 6 Wall. 395; Denn *v.* Reid, 10 Pet. 524. See SUTHERLAND, STATUTORY CONSTRUCTION, § 238.

[14] "When any corporation organized under the laws of any foreign state . . . desires admission into the state of Indiana, for the purpose of transacting business . . . it shall make application stating the name and address of some agent or attorney in fact upon whom service of process can be had in all suits commenced in this state." Burns Ann. Stat., 1908, s. 4086.

[15] Southern Building and Loan Association *v.* Hallum, 59 Ark. 583, 28 S. W. 420; Loukey *v.* Keyes Silver Mining Co., 21 Nev. 312, 31 Pac. 57.

CORRECTION. — Attention is called to an error in the May issue in the use of the term "children *en ventres ses mères*," on pages 638 and 639. The form which has been used by the courts is "children *en ventre sa mère*."